

# Oregon Association of Parliamentarians

a division of the  
**NATIONAL ASSOCIATION OF PARLIAMENTARIANS®**



## Bylaws

### Article I: Name

The name of this association is the Oregon Association of Parliamentarians.

### Article II: Object

The object of this association is to fulfill the purpose of the National Association of Parliamentarians (NAP) within the State of Oregon, to promote the study of parliamentary procedure and the educational programs of NAP, and carrying out such other activities as may be necessary or useful in the furtherance of these purposes in accordance with Section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future tax code.

### Article III: Members

**Section 1. Classification.** There will be the following classes of members:

- A. **Primary.** Primary members are NAP members who have designated their primary membership in this association.
  - 1. **Unit Members.** Unit members are members who belong to a unit of this association.
  - 2. **Members-at-Large.** Members-at-large are members who do not belong to a unit of this association.
- B. **Affiliate.** Affiliate members are NAP members who have designated their primary membership in another association.

**Section 2. Eligibility.** Any member of NAP is eligible for membership in this association and will become a member upon payment of association dues.

### **Section 3. Dues.**

- A. Dues for the membership year of January 1 through December 31 are as follows:
  - 1. Primary members:
    - a. Unit members: \$20.00
    - b. Members-at-large: \$30.00
  - 2. Affiliate members: \$20.00
- B. A student who meets NAP criteria for student dues will receive a 50% reduction of their dues.
- C. Primary members must pay national and association dues to NAP Headquarters. Affiliate members must pay association dues to this association.
- D. Dues are due and payable by January 1. Membership will be delinquent if dues are not paid by February 1 and forfeited if dues are not paid by March 1.
- E. Dues for new members who join after June 30 will be applied to the remainder of the current year and the subsequent year.

**Section 4. Good Standing.** A member remains in good standing provided they remain in good standing with NAP and their membership is not delinquent. Only members in good standing are entitled to full membership rights.

**Section 5. No Personal Inurement.** No part of the net earnings of the association shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.

## **Article IV: Officers**

**Section 1. Officers.** Officers of the association are the President, Vice-President, Secretary, and Treasurer.

**Section 2. Eligibility.** Any member may be an officer, provided that the President and Vice-President have served on the board for at least one year prior to assuming office.

### **Section 3. Nominations, Election, and Appointment**

- A. **Nominating Committee.** A nominating committee of three members and one alternate will be elected by ballot, by a plurality vote, at the annual meeting in even-numbered years. Nominations will be made from the floor. The three nominees receiving the highest number of votes will be the committee and the nominee receiving the next highest number of votes will be the alternate. If only the required number of candidates are nominated, and one agrees to be the alternate, the election may be declared by the presiding officer.
- B. **Nominations.** The nominating committee will nominate candidates for offices to be elected at the annual meeting in even-numbered years. Additional nominations may be taken from the floor.

- C. **Election.** The officers will be elected at the annual meeting in even-numbered years by ballot. If there is only one nominee for an office the election may be declared by the presiding officer.

**Section 4. Term of Office.** Officers serve for two years or until their successor is elected, and assume office at the end of the meeting at which they are elected.

**Section 5. Vacancies.** Vacancies in offices, other than the President, may be filled by the board for the remainder of the term.

**Section 6. Duties of Officers.** Officers will perform the duties specified in these bylaws, the parliamentary authority, and as assigned by the association or the board.

A. The **President** will:

1. Be the chief executive officer and official spokesperson of the association.
2. Appoint the parliamentarian, subject to the approval of the executive committee. The parliamentarian:
  - a. Must be a member of the association;
  - b. Will serve as advisor to the Bylaws Committee; and
  - c. Will have full rights and privileges related to debating and voting.
3. Appoint standing committee chairs, subject to the approval of the executive committee.
4. Appoint standing committee members.
5. Be an authorized signatory on checks.
6. Be the authorized signatory of contracts between the association and any service provider, subject to approval by the board.
7. Be ex-officio a member of all committees except the nominating committee and any disciplinary committee.
8. Send a copy of these bylaws to NAP Headquarters on an annual basis or within sixty days of any amendments.
9. Notify NAP of changes to the officers of the association.

B. The **Vice-President** will be an authorized signatory on checks.

C. The **Secretary** will be an authorized signatory on checks.

D. The **Treasurer** will:

1. Be an authorized signatory on checks.
2. Be authorized to open and close accounts, and transfer assets between accounts, as directed by the association or the board.
3. File all required tax reporting forms annually.
4. Serve as advisor to the Finance Committee.

## **Article V: Meetings**

**Section 1. Annual Meetings.** An annual meeting must be held in March, at a place and in a manner determined by the board, for the purposes described in these bylaws and other such business as properly comes before it. In the event that the annual meeting cannot be held, as

determined by the board, the board is authorized to cancel or reschedule the meeting. Any business required by these bylaws to be conducted at the annual meeting must be conducted at the first available opportunity.

**Section 2. Special Meetings.** Special meetings may be called by the executive committee, the board, or upon the request of eight, or one-fourth of the membership, whichever is fewer.

**Section 3. Notice.** Notice must be sent to members at least thirty days prior to the date of the meeting.

**Section 4. Quorum.** Quorum is eight, or one-fourth of the membership, whichever is fewer.

**Section 5. Registration Fee.** The board may set a registration fee for meetings, which members must pay to attend.

#### **Article VI: Board of Directors**

**Section 1. Composition.** The board will be composed of the officers, the parliamentarian, chairs of standing committees, the chair of the nominating committee, and unit presidents or their designee.

**Section 2. Authority.** The board will have full authority between meetings of the association except that of modifying action of the association.

**Section 3. Meetings.**

- A. The board will meet at the call of the President, once within two months before the annual meeting, once within two months after the annual meeting, and at least one other time during the calendar year.
- B. Special meetings may be called by the President or will be called upon the request of five board members.
- C. Notice for regular and special board meetings must be sent to board members at least five days prior to the date of the meeting.

**Section 4. Quorum.** Quorum is five board members and must include at least one officer.

#### **Article VII: Executive Committee**

**Section 1. Composition.** The executive committee will be composed of the officers and the parliamentarian.

**Section 2. Authority.** The executive committee will have general supervision of the affairs of the association between meetings of the board.

**Section 3. Meetings.** Executive committee meetings may be called by the President or will be called upon the request of three executive committee members.

**Section 4. Quorum.** Quorum is a majority of the executive committee members.

### **Article VIII: Committees**

**Section 1. Standing Committees.** The standing committees perform the duties assigned by these bylaws, the association, and the board. The standing committees are:

- A. The **Finance Committee** will:
  - 1. Have at least two members, none of which may be the Treasurer;
  - 2. Conduct a financial review annually, any time there is a change in the office of Treasurer, and at other times as directed by the board;
  - 3. Prepare an annual budget; and
  - 4. Present financial reviews and budgets for adoption at the annual meeting.
- B. The **Bylaws Committee** will:
  - 1. Be the custodian of all governing documents for the association;
  - 2. Correct article and section designations, punctuation, and cross-references and make such other technical and conforming changes in governing documents as may be necessary to reflect the intent of the association;
  - 3. Review and report on proposed amendments to the association's and NAP's bylaws.
- C. The **Annual Meeting Committee** will plan and organize the annual meeting in coordination with the President and the board.
- D. The **Education Committee** will:
  - 1. Develop educational program activities; and
  - 2. Provide an educational article for each issue of *The Oregon Agenda*.
- E. The **History Committee** will:
  - 1. Archive and maintain the records of the association along with press clippings, publicity releases, and pictures pertaining to history of the association; and
  - 2. Write a narrative of yearly activities for the association to be included in the annual meeting program.
- F. The **Membership Committee** will:
  - 1. Contact members-at-large who have not paid NAP dues and encourage them to do so; and
  - 2. Send a welcome message and a copy of the *Yearbook* to new members.
- G. The **Publicity Committee** will publicize and promote the activities of the association.
- H. The **State Publication Committee** will publish and distribute the association's newsletter, *The Oregon Agenda*, to all members during the months of February, April, August, and October.
- I. The **Yearbook Committee** will publish and distribute the *Yearbook* to all members annually with a roster of members and other information.
- J. The **Youth Committee** will act as liaison between the association's and NAP's youth partner organizations.

- K. The **Technology Committee** will maintain the technology used by the association, which includes updating the association website and maintaining other technology or social media for the association.

**Section 2. Special Committees.** Special committees may be created by the association or the board. Their members will be appointed by the President unless this rule is suspended by a two-thirds vote before their appointment.

### **Article IX: Electronic Meetings, Voting, and Communications**

**Section 1. Meetings.** All meetings, including membership, board, executive committee, all committees, standing or otherwise, and any other group of the association are authorized to meet through electronic meeting systems that support visible displays identifying those participating and those seeking recognition, so long as all members can simultaneously hear each other during the meeting.

**Section 2. Voting.** Any method for voting suitable for the type of meeting, including unanimous consent, may be utilized, except when a ballot vote is required. An electronic voting system may be utilized when voting secrecy is required or when otherwise desired.

**Section 3. Communications.** Unless members indicate otherwise to the President or Secretary, all communications required in these bylaws, including meeting notices and proposed bylaws amendments, may be sent electronically.

### **Article X: Delegate Representation**

**Section 1. Delegate Count.** The number of delegates the association may send to NAP conventions is determined by NAP bylaws.

**Section 2. Delegate Election.** Election of delegates and alternates will be by ballot, except when there is no more than one nominee for each delegate and alternate position, in which case the election may be declared by the presiding officer. This election will be held at the annual meeting in odd-numbered years.

**Section 3. Delegate Vacancies.** Vacancies in delegate or alternate positions may be filled by the President.

### **Article XI: Fiscal Year**

The Fiscal Year of the association is December 1 through November 30.

### **Article XII: Dissolution**

Upon the dissolution of the association, assets must be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or be distributed to the federal government, or to a state or local government, for a public purpose. If NAP meets the above criteria at the time of dissolution, the assets must be liquidated and distributed to NAP. The association charter must be returned to NAP Headquarters.

### **Article XIII: Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* will govern the association in all cases to which they are applicable and in which they are not inconsistent with these bylaws, NAP bylaws, and any special rules of order the association may adopt.

### **Article XIV: Amendment of Bylaws**

These bylaws may be amended at the annual meeting, or a special meeting of the association called for the purpose of amending bylaws, provided that notice of the amendment has been given to members at least thirty days before the meeting. An amendment may be considered without notice at the annual meeting if consent for its presentation is given by a three-fourths vote. Bylaw amendments require a two-thirds vote to be adopted. The Bylaws Committee may edit proposed amendments for composition and consolidation with similar amendments, subject to the acceptance by the proposers.

Amended: March 18, 2023